

RECORDATION NO. 23204-X (FILED)

JUL 3 '01 12-03 PM

TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

July 3, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of June 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement Schedule Nos. 3 and 4 which were previously filed with the Board under Recordation Numbers 23204-G and 23204-N.

The names and addresses of the parties to the enclosed document are:

Assignor: Allfirst Bank
25 South Charles Street
Baltimore, MD 21201

Assignee: Firstar Bank, N.A.
One Mercantile Center
St. Louis, Missouri 63101

A description of the railroad equipment covered by the enclosed document is:

4 locomotives NS 5510 - NS 5513

Mr. Vernon A. Williams
July 3, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule to Equipment Lease
from Allfirst Bank, Assignor, to Firststar Bank, Assignee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE
TO EQUIPMENT LEASE AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of JUNE 29, 2001 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and FIFTH THIRD LEASING COMPANY ("Fifth Third").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and Fifth Third, as buyer, are parties to that certain Master Assignment Agreement, dated of even date herewith, pursuant to which Allfirst has sold to Fifth Third the Locomotives and assigned to Fifth Third certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIFTH THIRD LEASING COMPANY

By: Edward McElveen
Name: EDWARD MCELVEEN
Title: Vice President

STATE OF OHIO)
) ss:
COUNTY OF Hamilton)

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the County of Hamilton this 29 day of June, 2001 by Edward McElveen as VP of FIFTH THIRD LEASING COMPANY.

Thomas J. Merkle
Notary Public

My commission expires: _____

THOMAS J. MERKLE
[Notarial Seal] Notary Public, State of Ohio
My Commission Expires Dec. 16, 2001

SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE- REFURBISHMEN T ROAD NO.	SERIAL NO.	POST- REFURBISHMENT ROAD NO.
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4159	5775-35	NS 5510
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4125	5775-1	NS 5511
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 4101	7326-2	NS 5512
General Motors	GP-38-2	2,000 H.P., 4-axle Locomotive	NS 2757	7240-05	NS 5513